

EXHIBIT

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**WRITTEN CONSENT AND RESOLUTION OF THE MEMBERS OF
GOLYAN ENTERPRISES, LLC
TO WAIVE A MEETING AND FILE CHAPTER 11 REORGANIZATION**

WHEREAS, the undersigned members of Golyan Enterprises, LLC, a New York limited liability company (the “Company”) hereby consent and enter into this written consent to act in lieu of a meeting without prior notice and without a vote under Article IV, section 4.2(d) of the Operating Agreement and Section 407 of the New York Limited Liability Company Law; and

WHEREAS, the members of the Company are as follows: (i) Faraidoon Daniel Golyan; (ii) Joseph Golyan; (iii) Pranses Golyan, as the Administrator of the Estate of Bijan Golyan; (iv) MARA 2015 Irrevocable Trust; (v) NDBE 2015 Irrevocable Trust; and (vi) SGJ 2015 Irrevocable Trust; and

WHEREAS, the following members: (i) Faraidoon Daniel Golyan; (ii) Joseph Golyan; (iii) Pranses Golyan, as the Administrator of the Estate of Bijan Golyan; (iv) MARA 2015 Irrevocable Trust by its trustees Pari Golian and Faraidoon Daniel Golyan; and (v) NDBE 2015 Irrevocable Trust by its trustees Pari Golian and Pranses Golyan, as Administrator of the Estate of Bijan Golyan; and (vi) SGJ 2015 Irrevocable Trust by its trustee Joseph Golyan, comprising a majority in interest of the members of the Company conferred and determined that the Company is unable to pay its debts when due and owing, that the Company’s creditors would be best served by reorganization of the Company under Chapter 11 of the Bankruptcy Code; and

WHEREAS, the undersigned members, comprising a majority in interest of the members of the Company, requested that the Company file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code; and

WHEREAS, the undersigned members, acting by written consent without a meeting, do hereby consent to the adoption of the following resolutions:

RESOLVED that the Company be, and hereby is, authorized to execute and file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York; and it is further

RESOLVED that the Company be, and hereby is, authorized to retain the Law Offices of Avrum J. Rosen, PLLC to represent it as its attorneys in connection with such proceedings; and it is further

RESOLVED that Faraidoon Daniel Golyan and Joseph Golyan, the sole managers of the Company, be, and hereby are, authorized to execute and file on behalf of the Company, a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York; and it is further

RESOLVED that the firm of the Law Offices of Avrum J. Rosen, PLLC, be, and hereby is, retained to act on behalf of the Company in connection with such proceedings.

IN WITNESS WHEREOF, the undersigned members have duly executed this Written Consent and Resolution as of March __, 2023.

DANIEL FARAIDOOON GOLYAN

By: /s/ Faraidoon Daniel Golyan
Faraidoon Daniel Golyan

JOSEPH GOLYAN

By: /s/ Joseph Golyan
Joseph Golyan

MARA 2015 IRREVOCABLE TRUST

By: /s/ Faraidoon Daniel Golyan
Faraidoon Daniel Golyan, as Trustee

NDBE 2015 IRREVOCABLE TRUST

By: /s/ Pranses Golyan
Pranses Golyan - as Administrator of the Estate of
Bijan Golyan, as Trustee

SGJ 2015 IRREVOCABLE TRUST

By: /s/ Joseph Golyan
Joseph Golyan, as Trustee